

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES INVESTOR PROTECTION
CORPORATION,

Plaintiff-Applicant,

v.

BERNARD L. MADOFF INVESTMENT
SECURITIES LLC,

Defendant.

Adv. Pro. No. 08-1789 (CGM)

SIPA Liquidation

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**[PROPOSED] ORDER GRANTING TRUSTEE’S THIRTY-EIGHTH OMNIBUS
MOTION TO AFFIRM THE TRUSTEE’S CLAIMS DETERMINATIONS AND
OVERRULE OBJECTIONS THAT APPEAR TO RAISE FACTUAL ISSUES**

Upon consideration of the motion (the “Motion”) [Docket No. __], by Irving H. Picard, trustee (“Trustee”) for the substantively consolidated liquidation of Bernard L. Madoff Investment Securities LLC (“BLMIS”) and the chapter 7 estate of Bernard L. Madoff (“Madoff”) (collectively, “Debtor”), in the above-captioned SIPA¹ liquidation proceeding seeking to have the Court affirm his claims determinations and overrule the related objections that appear to raise customer-specific factual issues (the “Objections”); and the net winner Claims to be disallowed and Objections to be overruled are identified in Exhibit A to the Declaration of Vineet Sehgal in Support of the Motion (the “Sehgal Declaration”), [Docket No. __]; and the net loser Claims determinations to be affirmed and Objections to be overruled are identified in Exhibit B to the

¹ All capitalized terms not defined herein shall have the meaning ascribed in the Motion.

Sehgal Declaration; and due and proper notice of the Motion having been given and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion as set forth herein is in the best interests of the Debtor, its estate, creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Motion is granted to the extent provided herein; and it is further

ORDERED that the Claims listed on Exhibit A hereto are disallowed; and it is further

ORDERED that the Trustee's Claims determinations regarding the Claims listed on Exhibits A and B hereto are affirmed; and it is further

ORDERED that the Objections listed on Exhibits A and B hereto are overruled; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

IN RE: BLMIS. CASE NO: 08-01789 (CGM)

EXHIBIT A – CLAIMS AND OBJECTIONS

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number
Adele Silverman Rev. Trust Adele Silverman, Trustee	004989	4079	Pro Se Filing	Adele Silverman Trustee Adele Silverman Rev Trust	1ZB459
Daren Weeks Fryburg	003243	2493	Pro Se Filing	Daren Weeks Fryburg	1F0107
Philip E. Miller and Steven A. Miller	000620	2370	Becker & Poliakoff, LLP	Philip E Miller Steven A Miller TIC	1M0187
Timothy Shawn Teufel And Valerie Anne Teufel, Co-Trustees U/T/D 5/24/95	001996	2038	Becker & Poliakoff, LLP	Timothy Shawn Teufel And Valerie Anne Teufel	1KW143
WDG Associates Inc. Retirement Trust	002036	616	Phillips Nizer LLP	Wdg Associates Inc Retirement Trust	1ZA538

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EXHIBIT B – CLAIMS AND OBJECTIONS

Objecting Party	Claim Number	Objection To Determination Docket Number	Counsel	Account Name	Account Number
Judith Kalman & Daniel Kalman TIC	002462, 002503	506	Pro Se Filing	Judith Kalman And Daniel Kalman TIC	1ZG032
Olga Krakauer & Peter Benzaia JT WROS	000864, 001892, 008916	847	Phillips Nizer LLP	Olga Krakauer & Peter Benzaia JT WROS	1ZA451
The Northeast Investment Club	000361	2475	Becker & Poliakoff, LLP	Northeast Investment Club	1ZB123